

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

RECORDATION NO. **18940** FILED 1425

August 18, 1994

AUG 22 1994 - 8 05 PM

INTERSTATE COMMERCE COMMISSION

**0100342082**

Mr. Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of May 6, 1994, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: U.S. Rail Services, a division of United States Leasing  
International, Inc.  
733 Front Street  
San Francisco, CA 94111

Lessee: Massachusetts Central Railroad Corporation  
One Wilbraham Street  
P.O. Box 958  
Palmer, MA 01069-0958

LICENSING BRANCH

AUG 22 2 59 PM '94

RECEIVED  
OFFICE OF THE  
SECRETARY

A description of the railroad equipment covered by the enclosed document is:

Ten (10) five-unit, articulated 100-ton truck, Twin-Stack® double-stack container cars. Each platform has the capability of carrying two twenty-foot containers or one forty-foot container per well. Container lengths of forty or forty-eight feet can be loaded in the top position. The double-stack container cars bear marks and numbers as follows: MCER 5100 through MCER 5109, inclusive.

Mr. Vernon A. Williams  
August 18, 1994  
Page 2

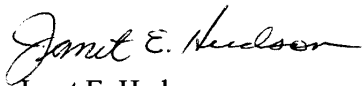
Also enclosed is a payment of \$18 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of May 6, 1994 between U.S. Rail Services, a Division of United States Leasing International, Inc. covering ten (10) five-unit, articulated 100-ton truck, Twin-Stack® double-stack container cars. Each platform has the capability of carrying two twenty-foot containers or one forty-foot container per well. Container lengths of forty or forty-eight feet can be loaded in the top position. The double-stack container cars bear marks and numbers as follows: MCER 5100 through MCER 5109, inclusive.

Sincerely,



Janet E. Hudson  
Administrative Assistant - Legal

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. **18940** FILED 1425  
AUG 22 1994 - 3:05 PM  
INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

U. S. RAIL SERVICES, A DIVISION OF  
UNITED STATES LEASING INTERNATIONAL, INC. ("LESSOR")

AND

MASSACHUSETTS CENTRAL RAILROAD CORPORATION ("LESSEE")

MAY 6, 1994

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Memorandum of a Lease Agreement made and entered into as of May 6, 1994 by and between U.S. Rail Services, a division of United States Leasing International, Inc., a Delaware corporation ("Lessor") and Massachusetts Central Railroad Corporation, a Massachusetts corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor ten (10) five-unit, articulated 100-ton truck, Twin-Stack™ double-stack container cars. Each platform has the capability of carrying two twenty-foot containers or one forty-foot container per well. Container lengths of forty or forty-eight feet can be loaded in the top position. The double-stack container cars bear marks and numbers as follows: MCER 5100 through MCER 5109, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth herein above and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: U. S. RAIL SERVICES, A DIVISION OF  
UNITED STATES LEASING INTERNATIONAL, INC.

By: [Signature]

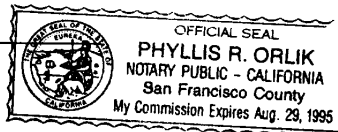
LESSEE: MASSACHUSETTS CENTRAL RAILROAD CORPORATION

By: [Signature]

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On this 6<sup>th</sup> day of JULY, 1994, before me personally appeared LAWRENCE E. LITTLEFIELD, to me personally known, who being by me duly sworn, says that he is the VP-SALES of U.S. Rail Services, a division of United States Leasing International, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]  
NOTARY PUBLIC



My commission expires:

STATE OF Massachusetts )  
 ) ss.  
COUNTY OF Sampson )

On this 13<sup>th</sup> day of June, 1994, before me personally appeared [Signature], to me personally known, who being by me duly sworn, says that he is the General Manager of Massachusetts Central Railroad Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]  
NOTARY PUBLIC

My commission expires: 10/26/2000

WORD/L\94\L050641.MCR

**Interstate Commerce Commission**  
Washington, D.C. 20423

8/24/94

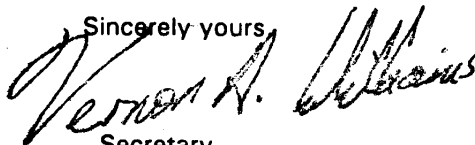
OFFICE OF THE SECRETARY

Janet W Hudson  
Administrative Assistant-Legal  
The Greenbrier Companies  
One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on 8/22/94 at 3:05pm, and assigned  
recordation number(s). 18940 & 18941

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18940 FILED 1425

AUG 22 1994 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

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U. S. RAIL SERVICES, A DIVISION OF  
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AND

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UNITED STATES LEASING INTERNATIONAL, INC.

By: [Signature]

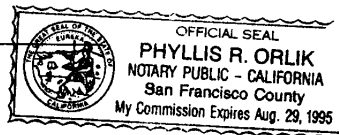
LESSEE: MASSACHUSETTS CENTRAL RAILROAD CORPORATION

By: [Signature]

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

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STATE OF Massachusetts )  
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[Signature]  
NOTARY PUBLIC

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WORD\L\94\L050641.MCR